

A9500001244

NOV. 30. 1995 9:50AM TRIPP SCOTT CONKLIN

No. 9792 P. 1/8

11/27/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

4:52 PM
~~11-30-0052356~~

((H95000013310))
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: TRIPP, SCOTT, CONKLIN & SMITH
P.O. BOX 14245

FT. LAUDERDALE FL 33302-0000
CONTACT: PATTY SCHLINDWEIN
PHONE: (305) 525-7500
FAX: (305) 928-9236
DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP

((H95000013310))
NAME: WALHILL LTD.
FAX AUDIT NUMBER: H95000013310
DATE REQUESTED: 11/27/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 3
ESTIMATED CHARGE: \$140.00

CURRENT STATUS: REQUESTED
TIME REQUESTED: 16:52:27
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 075350000065

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** ENTER 'M' FOR MENU. **
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FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

FILED
NOV 30 4:52 PM
TALLAHASSEE, FLORIDA

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** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Alt-A menu, Alt-H help
11/27/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC PROCESSING MENU

Prn ON 0:05:12.
4:52 PM

1. ENTER PASSWORD
2. REQUEST COR ELECTRONIC FILING
3. REQUEST COR ELECTRONIC CERTIFICATE
4. ALTER DEFAULTS FOR THIS SESSION
5. RESTORE ORIGINAL DEFAULTS
6. COR ELECTRONIC FILING INQUIRY MENU
7. UCC ELECTRONIC FILING MENU

--KEY--
PASSWORD/NEWPASSWORD
DOCUMENT TYPE
CORPORATE DOCUMENT NUMBER
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*** NO KEY ***
*** NO KEY ***
*** NO KEY ***

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11-30

Nov. 27. 1995 5:23PM TRIPP SCOTT CONKLIN

No. 9634 P. 1/4

11/27/95

FLORIDA DIVISION OF CORPORATIONS

4:52 PM

((H95000013310))

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: TRIPP, SCOTT, CONKLIN & SMITH
P.O. BOX 14245

FT. LAUDERDALE FL 33302-0000

CONTACT: PATTY SCHLINDWEIN
PHONE: (305) 525-7500
FAX: (305) 928-9236

((H95000013310))

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DATE REQUESTED: 11/27/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 3
ESTIMATED CHARGE: \$140.00

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CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
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11/27/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

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((H95000013310))

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((H95000013310))

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Alt-A menu, Alt-H help CSERV Capture Off

Prn ON 0:05:12

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PUBLIC ACCESS SYSTEM
ELECTRONIC PROCESSING MENU

4:52 PM

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--KEY--
PASSWORD/NEWPASSWORD
DOCUMENT TYPE
CORPORATE DOCUMENT NUMBER
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***

RECEIVED

KWM

| | |
|----------------|-----|
| Availability | KWM |
| Document | |
| W. P. Verifier | KVM |

W9500002270

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
WALHILL LTD.**

FILED
H95000013310
95 NOV 30 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is Walhill Ltd.
2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") is 5310 N.W. 33rd Ave., Suite 219, Fort Lauderdale, Florida 33309.
3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Kenneth T. Barber of 5310 N.W. 33rd Ave., Suite 219, Fort Lauderdale, Florida 33309.
4. The name and business address of the General Partner of the Partnership is as follows:

Trion Ventures VII, Inc. - P94000007037
5310 N.W. 33rd Avenue
Suite 219
Fort Lauderdale, Florida 33309

5. A mailing address for the Partnership is as follows:

5310 N.W. 33rd Avenue
Suite 219
Fort Lauderdale, Florida 33309

6. The latest date upon which the Partnership is to dissolve is forty (40) years from the date of the recording of the Certificate of Limited Partnership, unless otherwise continued in accordance with the terms of an Amendment to this Certificate of Limited Partnership.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this Certificate this 27th day of November, 1995.

Prepared by:

Drahn Batchelder
Bar No. 117273
Tripp, Scott, Conklin & Smith
P.O. Box 14245
Ft. Lauderdale, FL 33302
(305)225-7900

GENERAL PARTNER:


Kenneth T. Barber, President
Trion Ventures VII, Inc.

H95000013310

Nov. 30. 1995 9:51AM TRIPP SCOTT CONKLIN

No. 9792 P. 3/8

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

H95000013310

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of Walhill Ltd., hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act (1986).



Kenneth T. Barber

**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
WALHILL LTD. H95000013310**

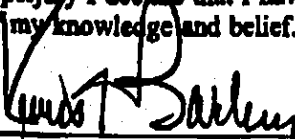
BEFORE ME, the undersigned President of the sole General Partner of Walhill Ltd. ("Partnership"), a Florida limited partnership, certify as follows:

The limited partners' contributions to the Partnership total \$99.00 at this time and the amount of the anticipated future contributions of limited partners is \$0.00.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

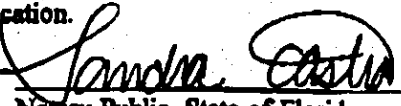
Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.



Kenneth T. Barber, President
Tyon Ventures VII, Inc., General Partner

STATE OF FLORIDA)
 ss.:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 27th day of November, 1995, by Kenneth T. Barber, who is personally known to me or who has produced
N/A as identification.

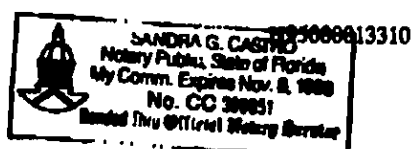


Notary Public, State of Florida
Sandra G. Castro

Name of Acknowledger

Title or Rank

Serial Number, if any



FILE ON OR BEFORE APRIL 5, 1996 TO AVOID
REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Northam
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 MAR 25 PM 3:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership
WALHILL LTD.

1a. DOCUMENT #
A9500001844

2. New Mailing Address, if Applicable

Mailing Address
5310 N.W. 33RD AVE., STE. 219
FT. LAUDERDALE FL 33309

Principal Office Address
5310 N.W. 33RD AVE., STE. 219
FT. LAUDERDALE FL 33309

State, Apt. #, etc.

City, State & Zip

2a. New Principal Office
03/23/96 - 01020--008

State, Apt. #, etc.
****200.00 ****200.00

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a

3. Date Formed or Registered to Do Business in
FLORIDA 11/30/1995

3a. Date of Last Report

4. State or Country of Formation
FL

City, State & Zip

5a. Capital Contributions as Shown on Record \$99.00

5b. Amount of Capital Contributions in FLORIDA to date \$99.00

6. FEI Number 65-0640597

7. CERTIFICATE OF STATUS REQUIRED
Applied For Not Applicable

8. FEES: 1.) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50
2.) Supplemental Fee: \$138.75 (pursuant to section 607.103, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$570.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent
BARBER, KENNETH T
5310 N.W. 33RD AVE., STE. 219
FT. LAUDERDALE FL 33309

10. If changed, new Registered Agent/Office
Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc.
City FL Zip Code

10a. Pursuant to the provisions of sections 620 1051 and 620 192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620 192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

| 11. Name(s) of General Partner(s) | 11a. Address of Each General Partner (Do NOT Use a Post Office Box Number) | 11b. City, State & Zip Code | 11c. Registration/Document Number |
|-----------------------------------|--|-----------------------------|-----------------------------------|
| TRION VENTURES VII, INC. | 5310 N.W. 33RD AVENUE | FT. LAUDERDALE FL 333 | P94000007037 |

NOTE: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119 07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119 07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes.

SIGNATURE *Kenneth T. Barber* DATE 3/20/96

Typed or Printed Name of General Partner Signing Form: KENNETH T. BARBER Telephone Number 954/731-0666

CR2E03 (1/1995)

Apr. 3 97 2:57 PM TRIPP, SCOTT, CONKLIN & SMITH

A9500001844

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

(((H97000005518 0)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)822-4000

FROM: TRIPP, SCOTT, CONKLIN & SMITH

ACCT#: 075350000085

CONTACT: MIKE GIEHL

PHONE: (305)525-7500

FAX #: (954)761-8475

NAME: WALHILL LTD.

AUDIT NUMBER.....H97000005518

DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT

CERT. OF STATUS..0 PAGES..... 1

CERT. COPIES.....1 DEL.METHOD.. FAX

EST.CHARGE.. \$105.00

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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DIVISION OF CORPORATIONS

A95-1844

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| Name Availability | <i>OK 43</i> |
| Document Examiner | <i>JE</i> |
| Updater | <i>JE</i> |
| Updater Verifier | <i>JE</i> |
| Acknowledgement | <i>JE</i> |
| W. P. Verifier | <i>JE</i> |

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -3 PM 4:16

H97000005518

**AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
WALHILL LTD.**

The Certificate of Limited Partnership of Walhill Ltd., a Florida limited partnership ("Partnership"), filed with the Department of State on November 30, 1995, Charter Number A95000001844, is hereby amended as shown below.

Paragraph 1 of the Certificate of Limited Partnership of this Partnership is amended to read in its entirety as follows:

1. The name of the limited partnership shall be: W-Hill, Ltd.

Except as amended hereby, the terms of the Certificate of Limited Partnership of this Partnership shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned, being the President of the sole general partner of the Partnership, has hereunto subscribed his hand and seal to this Amendment as of this 3rd day of Apr., 1997.

This Amendment to the Certificate of Limited Partnership shall be effective upon the filing date.

TRION VENTURES VII, INC.

Kenneth T. Barber, Pres.

Kenneth T. Barber, President
General Partner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR - 3 PM 4: 16

Prepared by:

Drake M. Barchioler, Esq.
Bar No: 0117273
Tripp, Scott, Conklin & Smith
110 SE 4th Street, 28th Floor
Fort Lauderdale, Florida 33301
(954) 325-7500

H97000005518